

OUT OF STATE BUSINESSES

Thousands of out-of-state companies do business in Mississippi every day. Currently over 20,000 corporations, limited liability companies, limited partnerships, and limited liability partnerships are registered with the Business Services Division of the Secretary of State's Office. These businesses have all obtained a Certificate of Authority to transact business within the State of Mississippi pursuant to the various statutes that are applicable to those business entities.

Not all foreign companies conducting business within the State of Mississippi need a Certificate of Authority. If a business is conducting an isolated transaction that will be completed within 30 days then no registration would be necessary. Similarly, soliciting orders through the mail or by telephone, creating indebtedness or mortgages, maintaining bank accounts, or selling through independent contractors would not require a Certificate of Authority. The types of business transactions which would not give rise to a requirement for a certificate can be found in the Mississippi Code at sections 79-4-15.01 (corporations), 79-29-1008 (limited liability companies), and section 79-14-901 (limited partnerships). Forms for applying for a Certificate of Authority can be found here:

<http://www.sos.state.ms.us/busserv/busservforms.asp>

If you are still uncertain whether or not your business must apply for a Certificate of Authority, please contact our customer service representatives at 800-256-3494.

Corporations are currently the only entity to file an Annual Report with the State of Mississippi. Foreign Corporations must file an Annual Report. That report may be filed online on the Secretary of State's website here:

<https://business.sos.state.ms.us/corp/annualreport/ReportStart.asp> .

Annual Reports are due by April 15th of each calendar year. They may be filed starting January 1st. If a business fails to file their Annual Report online, a paper copy of the Annual Report will be mailed to the business' registered agent a few weeks prior to the deadline. Failure to file a corporate Annual Report will result in the corporation's Certificate of Authority to do business in Mississippi being administratively revoked. Doing business within the state without a valid Certificate of Authority may result in fines up to \$1,000 per year.

Limited liability companies currently do not need to file an Annual Report in Mississippi. Legislation is pending which may require Annual Reports from limited liability companies beginning in 2011. Please check this website periodically to determine whether your company will have to file and Annual Report in the future.